

VIRGINIA CENTRAL RAILWAY

Executive Office • 1000 Penn Mutual Tower • 510 Walnut Street • Philadelphia, Pa. 19106 • (215) 625-9111

RECORDATION NO. 11044-1425

November 9, 1979

NOV 13 1979 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

Gentlemen:

RECORDATION NO. 11044
Filed 1425
No. 3-217A0009
NOV 13 1979 - 11 45 AM
Date NOV 13 1979
INTERSTATE COMMERCE COMMISSION
Fee \$60.00

ICC Washington, D. C.

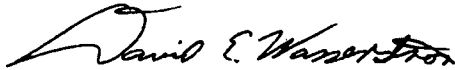
In accordance with your instructions, I am enclosing two sets of the Lease and Addendum between the City of Fredericksburg and the Virginia Central Railway, together with the railroad's check in the amount of \$60.00 in payment of the filing fee.

The other information which you requested is as follows:

1. The Lessor is The City Council of the City of Fredericksburg, Virginia, City Hall, Fredericksburg, Virginia.
2. The Lessee is the Virginia Central Railway, 510 Essex Street, Fredericksburg, Virginia. The address of the executive office of the railroad is as set forth on this letter, and that is also my address.

If there is any additional information which you require, please contact me.

Very truly yours,


DAVID E. WASSERSTROM,
President

DEW:esb

Enclosures

ADDENDUM TO LEASE BY AND BETWEEN
THE CITY COUNCIL OF THE CITY OF FREDERICKSBURG, VIRGINIA

AND

THE VIRGINIA CENTRAL RAILWAY

AND

DAVID E. WASSERSTROM

11044

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INTERSTATE COMMERCE COMMISSION

THIS ADDENDUM TO LEASE made June 12, 1979, by and between the City of Fredericksburg, Virginia (hereinafter referred to as the "Lessor"), the Virginia Central Railway (hereinafter referred to as the "Lessee") and David E. Wasserstrom (hereinafter referred to as "Wasserstrom").

W I T N E S S E T H:

WHEREAS, the parties hereto entered into a Lease on May 8, 1979, with respect to the demised premises as set forth therein; and

WHEREAS, pursuant to Article XXXVIII thereof, the Lessor was granted the right of first refusal to purchase the stock of the Lessee from Wasserstrom, its sole shareholder, in the event of the proposed transfer of said stock by Wasserstrom; and

WHEREAS, it is the desire of Wasserstrom to transfer said stock of the Lessee to another corporation of which he is also the sole shareholder.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) each in hand paid, the receipt of which is hereby acknowledged by the parties hereto, and for other good and valuable consideration, the parties hereto hereby agree that the Lessor has no objection to the transfer by Wasserstrom of all of the issued and outstanding stock of the Lessee to Centrail Corporation, a corporation of which Wasserstrom is the sole shareholder, and, further, that in the event of the transfer of any equity in Centrail Corporation by Wasserstrom or in the event that Centrail Corporation intends to divest itself of the stock

of the Lessee, the Lessor shall have the opportunity to purchase all of the issued and outstanding shares of stock of the Lessee under and pursuant to the terms set forth in Article XXXVIII of the Lease.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals the day and year aforesaid.

THE COUNCIL OF THE CITY OF
FREDERICKSBURG, VIRGINIA -
LESSOR

By John M. Nolan
City Manager

VIRGINIA CENTRAL RAILWAY -
LESSEE

By David E. Wasserstrom
President

David E. Wasserstrom (SEAL)
David E. Wasserstrom

CENTRAIL CORPORATION

By David E. Wasserstrom
President

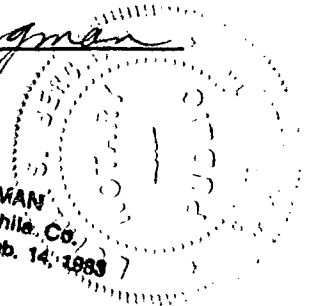
STATE OF PENNSYLVANIA :

COUNTY OF PHILADELPHIA : to-wit:

The foregoing Addendum to Lease was acknowledged before me this 12th day of July, 1979, by David E. Wasserstrom, individually and as President of the Virginia Central Railway and Centrail Corporation.

Esther S. Bergman
Notary Public


ESTHER S. BERGMAN
Notary Public, Phila., Phila. Co.,
My Commission Expires Feb. 14, 1983



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I hereby certify that the foregoing is a true and correct copy of the Lease Agreement between the Virginia Central Railway and The City Council of the City of Fredericksburg, Virginia, as amended.



David E. Wasserstrom,
President